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## BEFORE THE ARIZONA CORPORATION COMMISSION

RECEIVED

**COMMISSIONERS**

KRISTIN K. MAYES, Chairman  
 GARY PIERCE  
 PAUL NEWMAN  
 SANDRA D. KENNEDY  
 BOB STUMP

2009 AUG -6 P 4: 17

AZ CORP COMMISSION  
DOCKET CONTROL

IN THE MATTER OF THE JOINT NOTICE OF INTENT  
 UNDER A.A.C. R14-2-803 FOR AN INITIAL PUBLIC  
 OFFERING AND RESTRUCTURING OF GLOBAL WATER  
 RESOURCES, LLC BY GLOBAL WATER – SANTA CRUZ  
 WATER COMPANY, GLOBAL WATER – PALO VERDE  
 UTILITIES COMPANY, HASSAYAMPA UTILITY  
 COMPANY, INC., PICACHO COVE WATER COMPANY,  
 INC., PICACHO COVE UTILITIES COMPANY, CP WATER  
 COMPANY, INC., FRANCISCO GRANDE UTILITY  
 COMPANY, WILLOW VALLEY WATER COMPANY, INC.,  
 WATER UTILITY OF NORTHERN SCOTTSDALE, INC.,  
 VALENCIA WATER COMPANY, INC., WATER UTILITY  
 OF GREATER BUCKEYE, INC., WATER UTILITY OF  
 GREATER TONOPAH, INC. AND BALTERRA SEWER  
 CORP.

Docket Nos. W-20446A-08-0247  
 SW-20445A-08-0247  
 SW-20422A-08-0247  
 WS-01775A-08-0247  
 W-02442A-08-0247  
 W-01732A-08-0247  
 W-03720A-08-0247  
 W-01212A-08-0247  
 W-02451A-08-0247  
 W-02450A-08-0247  
 SW-20403A-08-0247  
 W-20495A-08-0247  
 SW-20494A-08-0247

**NOTICE OF FILING  
COMPLIANCE**

Decision No. 70980 (dated May 5, 2009) required Global's<sup>1</sup> Board of Directors to establish  
 procedures to review transactions between affiliates, file in this docket a copy of those board-approved  
 procedures. Accordingly, Global files a copy of the board approved procedures.

RESPECTFULLY SUBMITTED this 6<sup>th</sup> day of August 2009.

ROSHKA DEWULF &amp; PATTEN, PLC

Arizona Corporation Commission  
DOCKETED

AUG - 6 2009



By

Timothy J. Sabo  
 One Arizona Center  
 400 East Van Buren Street, Suite 800  
 Phoenix, Arizona 85004

Attorneys for Global

<sup>1</sup> Global Water – Santa Cruz Water Company (“Santa Cruz”), Global Water – Palo Verde Utilities Company (“Palo Verde”), Hassayampa Utility Company, Inc., Global Water – Picacho Cove Water Company, Global Water – Picacho Cove Utilities Company, CP Water Company, Francisco Grande Utility Company, Willow Valley Water Company, Inc., Water Utility of Northern Scottsdale, Inc., Valencia Water Company, Inc., Water Utility of Greater Buckeye, Inc., Water Utility of Greater Tonopah, Inc. (collectively, the “Utility Applicants” or the “Global Utilities”) and Global Water Resources, LLC (“Global Parent”), Global Water, Inc., and West Maricopa Combine, Inc. (the “Holding Company Applicants”, and together with the Utility Applicants, the “Applicants” or “Global”).

ROSHKA DEWULF & PATTEN, PLC  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET - SUITE 800  
PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

1 Original + 13 copies of the foregoing  
2 filed this 6<sup>th</sup> day of August 2009, with:

3 Docket Control  
4 Arizona Corporation Commission  
5 1200 West Washington  
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed  
8 this 6<sup>th</sup> day of August 2009, to:

9 Lyn A. Farmer, Esq.  
10 Chief Administrative Law Judge  
11 Hearing Division  
12 Arizona Corporation Commission  
13 1200 West Washington  
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.  
16 Chief Counsel, Legal Division  
17 Arizona Corporation Commission  
18 1200 West Washington  
19 Phoenix, Arizona 85007

20 Steve Olea  
21 Director, Utilities Division  
22 Arizona Corporation Commission  
23 1200 West Washington  
24 Phoenix, Arizona 85007

25 Brian Bozzo  
26 Compliance Manager, Utilities Division  
27 Arizona Corporation Commission  
1200 West Washington  
Phoenix, AZ 85007

20 By Robbie Amador

**GLOBAL WATER RESOURCES, INC.****Consent to Actions taken by the  
Board of Directors  
In Lieu of Special Meeting**

The undersigned, being the Board of Directors of **GLOBAL WATER RESOURCES, INC.**, a Delaware corporation (the "Company"), acting by unanimous written consent of the Board of Directors in lieu of a meeting as authorized by Delaware General Corporation Law § 141(f), do hereby adopt the following resolution effective July 31, 2009:

**WHEREAS**, Arizona Corporation Commission Decision No. 70980 requires the Company to charge among its affiliates the lower of fully allocated cost or market price whenever goods, products or services are sold or provided to a Global Water utility. The Global Water utilities shall charge the lower of fully allocated cost or market price whenever goods, products or services are sold or provided by a Global Water utility to an affiliate; and

**WHEREAS**, Arizona Corporation Commission Decision No. 70980 requires the Board of Directors to adopt procedures to review transactions between affiliates; and

**WHEREAS**, the Board of Directors wish to formalize a process and procedure for the review of transactions between affiliates;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. The Officers of the Company shall ensure rates paid to personnel, vendors, suppliers and contractors are the lowest reasonable market price; and
2. The Officers of the Company shall prepare the annual budgets for each Global Water entity and seek approval of such budgets by the Board of Directors no later than December 31 of the previous year. Such budgets shall include transactions between affiliates.

Dated as of the 3rd day of August, 2009.

DIRECTORS

  
\_\_\_\_\_  
WILLIAM S. LEVINE

\_\_\_\_\_  
TREVOR T. HILL

\_\_\_\_\_  
DAN CRACCHIOLO

\_\_\_\_\_  
E. J. BIRD

**GLOBAL WATER RESOURCES, INC.**

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**TREVOR T. HILL**

  
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**DAN CRACCHIOLO**

\_\_\_\_\_  
**E. J. BIRD**

**GLOBAL WATER RESOURCES, INC.**

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Board of Directors  
In Lieu of Special Meeting**

The undersigned, being the Board of Directors of **GLOBAL WATER RESOURCES, INC.**, a Delaware corporation (the "Company"), acting by unanimous written consent of the Board of Directors in lieu of a meeting as authorized by Delaware General Corporation Law § 1-41(f), do hereby adopt the following resolution effective July 31, 2009:

**WHEREAS**, Arizona Corporation Commission Decision No. 70980 requires the Company to charge among its affiliates the lower of fully allocated cost or market price whenever goods, products or services are sold or provided to a Global Water utility. The Global Water utilities shall charge the lower of fully allocated cost or market price whenever goods, products or services are sold or provided by a Global Water utility to an affiliate; and

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